

FORM 1 VOLUNTARY PETITION

United States Bankruptcy Court SOUTHERN District of NEW YORK		VOLUNTARY PETITION
IN RE (Name of debtor-If individual, enter Last, First, Middle)		NAME OF JOINT DEBTOR (Spouse) (Last, First, Middle)
Barney's, Inc.		
ALL OTHER NAMES used by debtor in the last 6 years (Include married, maiden and trade names)		ALL OTHER NAMES used by the joint debtor in the last 6 years (Include married, maiden and trade names.)
N/A		96 B 401 13
SOC. SEC./TAX I.D. NO. (If more than one, state all)		SOC. SEC./TAX I.D. NO. (If more than one, state all)
13-4942980		
STREET ADDRESS OF DEBTOR (No. and street, city, state, zip)		STREET ADDRESS OF JOINT DEBTOR (No. and street, city, state, zip)
106 Seventh Avenue New York, New York 10011		BK JUDGE GARRITY
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS	
New York		
MAILING ADDRESS OF DEBTOR (If different from street address)		MAILING ADDRESS OF JOINT DEBTOR (If different from street address)
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (If different from addresses listed above)		Debtor has been domiciled or has had a residence, principal place of business or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. There is a bankruptcy case concerning debtor's affiliate, general partner or partnership pending in this District.
The debtor operates retail clothing and accessory stores in New York		

INFORMATION REGARDING DEBTOR (Check applicable boxes)

TYPE OF DEBTOR <input type="checkbox"/> Individual <input type="checkbox"/> Joint (H&W) <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____ <input type="checkbox"/> Corporation Publicly Held <input checked="" type="checkbox"/> Corporation Not Publicly Held <input type="checkbox"/> Municipality	CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> 304-Case Ancillary to Foreign Proceeding
NATURE OF DEBT <input type="checkbox"/> Non-Business Consumer <input checked="" type="checkbox"/> Business - Complete A&B below A. TYPE OF BUSINESS (check one box) <input type="checkbox"/> Farming <input type="checkbox"/> Professional <input checked="" type="checkbox"/> Retail/Wholesale <input type="checkbox"/> Railroad <input type="checkbox"/> Transportation <input type="checkbox"/> Manufacturing/ Mining <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Construction <input type="checkbox"/> Real Estate <input type="checkbox"/> Other Business	FILING FEE (Check one box) <input checked="" type="checkbox"/> Filing fee attached. <input type="checkbox"/> Filing fee to be paid in installments. (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3
B. BRIEFLY DESCRIBE NATURE OF BUSINESS The debtor operates flagship stores under the "Barneys" name in NY, CA, FL, MA, NJ, and VA	NAME AND ADDRESS OF LAW FIRM OR ATTORNEY LeBoeuf, Lamb, Greene & MacRae, LLP 125 West 55th Street New York, New York 10019 Telephone No. (212) 424-8200 NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT THE DEBTOR John P. Campo, Esq. <input type="checkbox"/> Debtor is not represented by an attorney

STATISTICAL ADMINISTRATIVE INFORMATION (28 U.S.C. 604)
(Estimates only) (Check applicable boxes)

<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	
ESTIMATED NUMBER OF CREDITORS <input type="checkbox"/> 1-15 <input type="checkbox"/> 16-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1000-over	
ESTIMATED ASSETS (in thousands of dollars) <input type="checkbox"/> Under 50 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-499 <input type="checkbox"/> 500-999 <input type="checkbox"/> 1000-9999 <input type="checkbox"/> 10,000-99,000 <input checked="" type="checkbox"/> 100,000-over	
ESTIMATED LIABILITIES (in thousands of dollars) <input type="checkbox"/> Under 50 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-499 <input type="checkbox"/> 500-999 <input type="checkbox"/> 1000-9999 <input type="checkbox"/> 10,000-99,000 <input checked="" type="checkbox"/> 100,000-over	
ESTIMATED NUMBER OF EMPLOYEES - CH 11 & 12 ONLY <input type="checkbox"/> 0 <input type="checkbox"/> 1-19 <input type="checkbox"/> 20-99 <input type="checkbox"/> 100-999 <input checked="" type="checkbox"/> 1000-over	
ESTIMATED NO. OF EQUITY SECURITY HOLDERS - CH 11 & 12 ONLY <input type="checkbox"/> 0 <input checked="" type="checkbox"/> 1-19 <input type="checkbox"/> 20-99 <input type="checkbox"/> 100-499 <input type="checkbox"/> 500-over	

THIS SPACE FOR COURT USE ONLY

1/10/96 - 10:56 pm
 Filed U.S. Bankruptcy
 Court Southern
 District of New York
 s/ Cecilia Morris

Name of Debtor **BARNEY'S, INC.**

Case No. _____

(Court use only)

FILING OF PLAN

For Chapter 9, 11, 12 and 13 cases only. Check appropriate box.

☒ A copy of debtor's proposed plan dated _____ is attached.

☐ Debtor intends to file a plan within the time allowed by statute, rule, or order of the court.

PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (If more than one, attach additional sheet)

Location Where Filed _____

Case Number _____

Date Filed _____

PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THIS DEBTOR (if more than one, attach additional sheet.)

Name of Debtor _____

Case Number _____

Date _____

Relationship _____

District _____

Judge _____

REQUEST FOR RELIEF

Debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

SIGNATURES

ATTORNEY

X

Signature _____

Date _____

INDIVIDUAL /JOINT DEBTOR(S)

I declare under penalty of perjury that the information provided in this petition is true and correct.

X

Signature of Debtor _____

Date _____

X

Signature of Joint Debtor _____

Date _____

CORPORATE OR PARTNERSHIP DEBTOR

I declare under penalty of perjury that the information provided in this petition is true and correct, and that the filing of this petition on behalf of the debtor has been authorized.

X

Signature of Authorized Individual _____

Robert L. Pressman

Print or Type Name of Authorized Individual

Co-chairman

Title of Individual Authorized by Debtor to File this Petition

Date _____

EXHIBIT "A" (To be completed if debtor is a corporation requesting relief under chapter 11.)

☒ Exhibit "A" is attached and made a part of this petition.

TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 322)

I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7 of such title.

If I am represented by an attorney, exhibit "B" has been completed.

X

Signature of Debtor _____

Date _____

X

Signature of Joint Debtor _____

Date _____

EXHIBIT "B" (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.)

I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she, or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

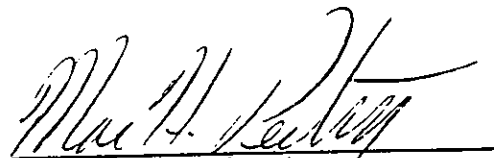
Signature of Attorney _____

Date _____

their judgment shall be necessary and desirable, in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any officer or officers of the Company in connection with the reorganization and recapitalization of the Company or any matter or matters related thereto, or by virtue of these resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Company this 4th day of January, 1996.



Marc H. Perlowitz
Secretary

UNITED STATES BANKRUPTCY COURT

SOUTHERN

DISTRICT OF

NEW YORK

EXHIBIT "A"

In re: **BARNEY'S, INC.**

Debtor(s)

Case No.

Chapter **11**

(If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition)

EXHIBIT "A" to Voluntary Petition

1. Debtor's employer identification number is **13-4942980**
2. If any of debtor's securities are registered under 12 of the Securities and Exchange Act of 1934, the SEC file number is **N/A**
3. The following financial data is the latest available information and refers to debtor's condition on

a. Total assets	\$ 381536693.00	Approximate number of holders
b. Total liabilities	361447938.00	
Fixed, liquidated secured debt	0.00	0
Contingent secured debt	unknown	15
Disputed secured claims	same claims	0
Unliquidated secured debt	same claims	0
Fixed, liquidated unsecured debt	349264401.00	1100
Contingent unsecured debt	0.00	0
Disputed unsecured claims	12183537.00	600
Unliquidated unsecured debt	unknown	950
Number of shares of preferred stock	327,695	
Number of shares of common stock	8,560	

Comments, if any:

There are five shareholders of preferred stock. There are ten shareholders of common stock.

4. Brief description of debtor's business:

The debtor manages and operates men's and women's retail clothing and accessories stores.

5. List the name of any person who directly or indirectly owns, controls or holds, with power to vote, 20% or more of the voting securities of debtor:

Fred Pressman

6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:

Robert L. Pressman 9/28/82 Trust
Eugene Pressman 9/28/82 Trust

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

BARNEY'S, INC., et al.

Debtors.

Chapter 11

Case Nos. 96 B _____ ()
through 96 B _____ ()

Tax I.D. No. 13-4942980

**AFFIDAVIT OF ROBERT L. PRESSMAN AND EUGENE PRESSMAN
PURSUANT TO RULE 52 OF THE LOCAL BANKRUPTCY RULES**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

ROBERT L. PRESSMAN and EUGENE PRESSMAN, each being
duly sworn, depose and say,

1. We are the Co-Chairmen of Barney's Inc.
("Barney's"), debtor and debtor in possession herein. We have
personal knowledge of, and am familiar with, the business
affairs of Barney's and each of its subsidiaries which have also
filed for bankruptcy relief (collectively, the "Barney's
Debtors"). With respect to financial information set forth
herein, we have relied on information provided to us by various
officers of the Barney's Debtors, and with respect to pending
legal matters, we have relied on the Barney's Debtors'
attorneys. A complete list of the Barney's Debtors also filing
petitions for relief is attached as Exhibit 1. Affiliated real
estate companies are also filing petitions for relief (these
real estate affiliated debtors are referred to as the "Preen
Debtors").

2. We submit this affidavit pursuant to Rule 52 of the Local Bankruptcy Rules for the Southern District of New York.

3. Unless otherwise indicated, the financial information set forth in this affidavit is unaudited.

4. The Barney's Debtors have their principal executive offices at 106 Seventh Avenue, New York, New York.

5. The Barney's Debtors have filed voluntary petitions for reorganization under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code"), with the Clerk of this Court and have continued in the management and operation of their respective businesses and properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed herein. Moreover, no official creditors' committee(s) has been appointed herein pursuant to section 1102 of the Bankruptcy Code.

6. The Barney's Debtors are engaged in the operation of retail clothing stores under the "Barney's" or "Barneys New York" name or other supplementary businesses such as the leasing of equipment for stores, the licensing of the "Barney's" name or apparel wholesaler. As of the commencement date of these chapter 11 cases, Barney's operates 9 stores or outlet centers located in, among other states, New York, California, Florida, and Massachusetts. Its affiliate, Barneys America, Inc. ("America"), also a chapter 11 debtor in possession, operates another 11 stores or outlet centers throughout the United

States. In each of its stores, the Barney's Debtors sell a wide variety of name brand products that may be generally categorized as follows: (a) fine men's and women's clothing, and (b) men's and women's accessories.

7. Historically, merchandise has been purchased from a variety of merchandise vendors, as is customary in the general retailing business. No individual vendor typically accounted for a significant percentage of the Barney's Debtors purchases.

8. Shortly before the commencement of these chapter 11 cases, the Barney's Debtors had approximately 2000 employees chain-wide, of which approximately 1185 were located in its New York executive offices and its New York stores. The average Barney's store employs between 25 and 300 people, depending upon store size, which ranges from 5,000 to 250,000 square feet and seasonal needs. Employees hired to accommodate seasonal demands are typically employed on a part-time basis.

9. To the best of the Barney's Debtors' knowledge, no unofficial creditors' or other committees were formed prior to the filing of the Debtors' chapter 11 cases.

10. Pursuant to Federal Rule of Bankruptcy Procedure 1007(d) and Local Rule 52(a)(3), a consolidated list (including all wholly-owned subsidiaries) containing the names, addresses, and the amounts of the claims of the Barney's Debtor's 25 largest known unsecured creditors (excluding insiders), as of January 5, 1996 is annexed hereto as Exhibit 2. A separate list has been prepared for the 20 largest creditors of America because it is not wholly-owned by Barney's. Reen Japan Corp. is

also not wholly-owned by Barney's but its unsecured creditors are nominal.

11. A summary of each of the Barney's Debtors' assets and liabilities on an unaudited basis is annexed as Exhibit "A" to the accompanying chapter 11 petitions.

12. Barney's is a privately-held company having approximately 8560 shares of issued and outstanding common stock. America is also privately-held having approximately 350,000 shares of issued and outstanding common stock. In addition, both Barney's and America have preferred shares issued and outstanding. The other Barney's Debtors with the exception of Reen Japan Corp. with the exception of Reen Japan Corp. are wholly-owned subsidiaries of Barney's.

13. A consolidated list containing the property of the Barney's Debtors' in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, or secured creditor or agent of any such person is annexed hereto as Exhibit 3.

14. A consolidated list describing the nature and present status of each action pending or threatened against the Barney's Debtors or their property where a judgment against any of the Barney's Debtors or a seizure of their properties may be imminent is annexed hereto as Exhibit 4.

15. A schedule setting forth the premises which the Barney's Debtors currently own, lease or otherwise hold from which they operate their businesses is annexed hereto as Exhibit 5.

16. The Barney's Debtors' books and records are principally located at its executive offices at 1201 Valley Brook Avenue, Lyndhurst, New Jersey. The principal assets of the Barney's Debtors are located at the premises set forth in Exhibit 5. None of the Barney's Debtors' substantial assets or books and records are located outside the territorial limits of the United States.

17. The Barney's Debtors intend to continue the operation of their businesses for the purpose of reorganizing, and accordingly set forth the following information required by Local Bankruptcy Rule 52(b):

a. The estimated payroll of the Barney's Debtors for employees (exclusive of executive officers, stockholders and directors), inclusive of federal, state, and local withholding taxes, for the thirty (30) day period following the filing of the Debtors' chapter 11 petitions is approximately \$6,850,000.

b. The estimated payroll, including salaries, fees, and other compensation of Barney's Debtors executive officers, stockholders, and directors for the thirty (30) day period following the filing of the Debtors' chapter 11 petitions is approximately \$406,230.

c. Barney's Debtors estimates that for the thirty-day period following the commencement of its chapter 11 cases, it will have cash receipts, exclusive of sales tax, of approximately \$20,149,361 (Barney's \$13,612,599 and America \$6,536,762) and cash disbursements, exclusive of sales tax, of

approximately \$35,000,000 (Barney's \$24,300,000 and America \$11,700,000) for a net cash use of approximately \$(14,850,639).

d. The Barney's Debtors estimate that for the thirty day period following the filing of the Debtor's chapter 11 petitions it will have \$4,000,000 accrued but unpaid obligations, which will be paid in the ordinary course of the Barney's Debtors businesses.

18. In accordance with Rule 51 of the Local Bankruptcy Rules, a copy of the duly attested corporate minutes and resolution of each of the Barney's Debtors' Board of Directors authorizing the filing of such chapter 11 petition is annexed hereto as Exhibit 6.

19. As required by the Rule 50 of the Local Bankruptcy Rules, counsel for the Debtors contacted the Clerk's Office to ascertain the Court's preferred method of preparing and transmitting a list of all creditors. In accordance with the instructions received, the Debtors have prepared such a list on computer discs and filed the discs with the Clerk of the Court.

**CIRCUMSTANCES LEADING TO THE
DEBTORS' FILING UNDER CHAPTER 11**

20. Barney's was founded by Barney Pressman and opened its first men's clothing store in New York in 1923. The Barney's Debtors continued to operate out of this sole store and in 1989 formed America for the purpose of expanding its operations to other states. The chain grew to, and currently maintains, 14 stores and six outlets operating in 11 states.

21. Over the years, the "Barney's" name has come to mean the highest quality, service, dependability and continuity in the men's and women's fine clothing retail industry. In fact, it is considered by many retail industry executives to be the "crown jewel" of the retail world. The Barney's Debtors' customers are extremely loyal, in part, because of the dedicated employees whose service reputation is unequalled.

22. The Barney's Debtors have thousands of direct and indirect relationships with vendors and suppliers whose own business and livelihood, including the jobs that they provide for their own employees, depend on the continued operations and rehabilitation of the Barney's Debtors.


23. The Barney's Debtors' current difficulties were caused by a serious problem with capital structure that caused a liquidity problem in the wake of the drawing of its cash flow to Isetan of America, Inc. ("IOA"), its joint venture partner in a major expansion of its business, which included the building and financing of flagship Barneys stores at 660 Madison Avenue, New York, New York, Chicago, Illinois and Beverly Hills, California. Contemporaneously with the commencement of these bankruptcy cases, Barney's is suing IOA and its parent to correct its capital structure problem by recharacterizing IOA's interest in these ventures as equity contributions to Barney's.

24. Despite its current capital structure problem, however, the Barney's Debtors are fundamentally sound and valuable businesses with a strong customer base. The Barney's Debtors will be able to economically and effectively accomplish


its required restructuring as contemplated by the provisions of chapter 11. It will emerge as a strong operationally and financially viable enterprise servicing the retailing needs of its customers and providing employment for thousands of persons, while being a valuable customer for its vendors and suppliers.

25. The Barney's Debtors intend and desire to continue the operation of its business and the management of its properties in accordance with sections 1107(a) and 1108 of the Bankruptcy Code and intend to confirm a plan of reorganization pursuant to chapter 11 of the Bankruptcy Code in accordance with the process contemplated by the Bankruptcy Code and the applicable substantive law.

DATED: January 10, 1996


ROBERT L. PRESSMAN

DATED: January 10, 1996


EUGENE PRESSMAN

Sworn to before me this
10 th day of January 1996


Notary Public

BETTY HERMAN
NOTARY PUBLIC, State of New York
No. 4528141
Qualified in New York County
Commission Expires April 4, 1998

Exhibit 1

Exhibit 1

<u>Debtor</u>	<u>Tax I.D.</u>
Barney's, Inc.	13-4942980
Barneys America, Inc.	13-3471324
BNY Licensing Corp.	22-3024177
BNY Leasing Corp.	51-0341939
Basco All-American Sportswear Corp.	
PFP Fashions, Inc.	
Reen Japan Corp.	

Exhibit 2

BARNEY'S, INC.
(Consolidated With Wholly-Owned Subsidiaries)

THIRTY LARGEST UNSECURED CREDITORS

<u>Name</u>	<u>Address</u>	<u>Type of Claim</u>	<u>Amount</u>
1. Chemical Bank	Asset Based Lending Region 633 Third Avenue 7th Floor New York, NY 10017 Attn: Credit Deputy (212) 878-3674	bank loan	\$71,149,381.00
2. Republic National Bank	452 Fifth Avenue New York, NY 10018 (212) 525-6000	bank loan	25,103,906.00
3. Allstate Life Insurance Company	Private Placements Dept. Allstate Plaza West J2A 3100 Sanders Road Northbrook, IL 60062 (708) 402-8709	notes	25,079,542.00
4. NatWest Bank N.A.	1133 Avenue of the Americas New York, NY 10036	bank loan	15,892,791.00
5. The Travelers Insurance Company	One Tower Square Hartford, CT 06183-2030 Attn: Securities Dept.	notes	15,050,907.00
6. Connecticut General Life Insurance Company	CIG & Co. c/o CIGNA Investments, Inc. Hartford, CT 06152 Attn: Private Securities Division (S-307) Asset Management Division	notes	15,044,543.00
7. Teachers Insurance and Annuity Association	730 Third Avenue New York, NY 10017 Attn: Securities Division - Private Placements (212) 916-4347	notes	15,044,543.00
8. Bank Hapoalim B.M.	1177 Avenue of the Americas New York, NY 10036 Attn: Donna Gindoff (212) 782-2000	bank loan	11,919,623.00
9. Bank of Tokyo Trust Company	1251 Avenue of the Americas New York, NY 10116 Attn: Mat Croghan (212) 782-4000	bank loan	11,919,623.00
10. The Equitable Life Assurance Society of United States	c/o Equitable Capital Management Corporation 1285 Avenue of the Americas 19th Floor New York, NY 10019 Attn: Corporate Finance Dept. (212) 554-3514	notes	11,034,998.00

<u>Name</u>	<u>Address</u>	<u>Type of Claim</u>	<u>Amount</u>
11. Protective Life Insurance Company	13455 Noel Road, LB #45 1150 Two Galleria Tower Dallas, TX 75240 Attn: JT Jufer	bank loan	9,952,754.00
12. Via Banque, S.A.	10 rue Volney 75002 Paris FRANCE Attn: Solange	bank loan	7,946,455.00
13. Midlantic Bank N.A.	499 Thornall Street Edison, NJ 08837 Attn: Michael A. Richards	bank loan	5,959,811.00
14. Kemper Investors Life Insurance Company	c/o Kemper Financial Services, Inc. 120 South LaSale Street Chicago, IL 60603 Attn: Fixed Income Dept. - Private Placements	notes	5,016,969.00
15. P.T. Bank Negara Indonesia (Persero)	55 Broadway New York, NY 10016 Attn: Monica Baccar	bank loan	4,767,849.00
16. Lumbermens Mutual Casualty Company	c/o Kemper Financial Services, Inc. 120 South LaSale Street Chicago, IL 60603 Attn: Fixed Income Dept. - Private Placements	notes	4,013,575.20
17. Franklin Life Insurance Company	Franklin Square Springfield, IL 62713 Attn: Investment Division	notes	4,012,727.00
18. Banco di Sicilia - S.p.A.	250 Park Avenue 8th Floor New York, NY 10177 Attn: Salvatore Cianvecchio (212) 692-4300	bank loan	3,973,168.00
19. Federal Kemper Life Assurance Company	c/o Kemper Financial Services, Inc. 120 South LaSale Street Chicago, IL 60603 Attn: Fixed Income Dept. - Private Placements	notes	3,010,181.40
20. Hugo Boss Fashions, Inc.	4600 Tiedman Road Brooklyn, OH 44144	trade payables	2,400,927.00

<u>Name</u>	<u>Address</u>	<u>Type of Claim</u>	<u>Amount</u>
21. Donna Karan Menswear	P.O. Box 7247-7525 Philadelphia, PA	trade payables	1,981,915.00
22. American Motorists Insurance Company	c/o Kemper Financial Services, Inc. 120 South LaSalle Street Chicago, IL 60603 Attn: Fixed Income Dept. -Private Placements	notes	1,254,242.25
23. Marzotto	1290 Avenue of Americas Suite 1437 New York, NY 10104 (212) 541-8855	trade payables	1,125,697.00
24. Fidelity Life Association	c/o Kemper Financial Services, Inc. 120 South LaSalle Street Chicago, IL 60603 Attn: Fixed Income Dept. -Private Placements	notes	1,003,393.80
25. Hickey Freeman	P.O. Box 93543 Chicago, IL 60673	trade payables	1,001,373.00

CI91145.1

BARNEYS AMERICA

TWENTY LARGEST UNSECURED CREDITORS

Name	Address	Type of Claim	Amount of Claim
Chemical Bank	633 Third Ave. 7th Floor New York, NY 10017 Attn: Credit Deputy	Bank loan/ letters of credit	\$1,910,266.82
B&F Building Corp.	244 West 49th Street New York, NY 10019 (212) 315-4330	trade/ contractor	\$841,157
Hugo Boss Fashions	4600 Tiedman Rd. Brooklyn, OH 44144	trade	\$465,322
Giorgio Armani Menswear	116 Seaview Drive Secaucus, N.J. 07094	trade	\$252,255
Donna Karan Menswear	P.O. Box 7247- 7525 Philadelphia, PA 01917	trade	\$136,450
Espace c/o Robert Clergerie	600 Third Ave. New York, N.Y. 10016 (212) 535-8887	trade	\$131,841
Con Edison	P.O. Box 5273 New York, NY 10150-5273 (212) 683-8830	trade	\$88,689
PFC Holdings		rent	\$80,154
Hickey Freeman	P.O. Box 93543 Chicago, IL 60673	trade	\$67,155

Hermes, Inc.	745 Fifth Ave. New York, NY 10151	trade	\$66,114
Delta Technical Corp.	814 Pacific Street, Brooklyn, NY 11238	trade	\$52,112
Faliero Sarti & Figli	Via Vittorio Alfieri 92 Campi Bisenzio Firenze	trade	\$48,373
Franke, Gottsegen, Cox	443 Greenwich Street, New York, NY 10013	architect	\$45,891
Aetna Life	Premium Collection- MC33 66 Sigourney St, Hartford, CT 06160-0479	insurance	\$41,396
Flynn-Hill Elevator	P.O. Box 4079 Church Street Station New York, NY 10261	trade	\$38,489
Ales Group	625 Madison Ave. New York, NY 10022	trade	\$34,037
Celia Tejada	1251 Howard Street San Francisco, CA 94100	trade	\$29,944
Artista Shirts	c/o National Bank of NYC 38th Ave. at 138th St. Flushing, NY 11354	trade	\$29,269
Federal Express	P.O. Box 1140 Dept A Memphis, Tenn. 38101-1140	trade	\$27,613

Correliani	730 5th Avenue 14th Floor New York, NY 10019	trade	\$24,499
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C2 7942 433 C191144.1
1/9/96 9:03pm

Exhibit 3

Barneys New York
Security Deposits

SECDEP96.XLS

As of 11/25/95

Date	Description	Address	Balance @ 11/25/95
11/08/88	John Hancock Leasing Corp(WFC)	John Hancock Place, PO Box 111, Boston, Mass. 02117	97,497.20
7/28/73	Bank Bag Deposit		65.00
7/28/73	American Airlines		425.00
01/31/76	ADP Payroll Pouch		10.00
04/15/80	Con Edison		265.00
08/01/81	Mender		850.00
08/31/82	Comptroller Deposit Sec. 12		1,000.00
11/30/84	Con Edison # 118		95.00
01/30/85	Con Edison # 230		1,850.00
04/30/86	Con Edison 144 W 17th St		27,600.00
02/26/90	CNA Insurance Co.-Premium Deposit		774.00
	Canal Surplus (Mirror Balls 91)		1,171.95
	UPS-Prepayment		2,000.00
	Siemens Credit Corp	5300 Broken Sound Blvd. NW, Boca Raton, Fl. 33487-3509	15,015.15
08/11/93	Manhattan Ford-Lincoln Mercury	555 W. 57th Street, NY NY 10019	450.00
08/24/93	Siemens Credit Corporation	5300 Broken Sound Blvd. NW, Boca Raton, Fl. 33487-3509	11,120.87
09/30/93	Fujitsu Business Comm. System	P.O. Box 751040 Charlotte, N.C. 28275	10,000.00
09/30/93	Keycorp Leasing LTD (A-6)	54 State St. 8th Floor, Albany NY 12207	37,500.00
09/30/93	AT&T Commercial Finance Corp (A-3,4,5)	44 Whippany Road, Morristown, NJ 07962-1983	277,087.61
09/30/93	NYNEX Credit Company (A-10)	335 Madison Avenue, Room 2006, NY NY 10017	112,500.00
09/30/93	Sanwa General Equipment Leasing (A-1,2)	502 Washington Ave. Suite 600 Towson MD 21204	375,000.00
12/22/93	Fujitsu Business Comm System		10,000.00
06/27/94	Meadowland Ford Truck Sales Inc	330 County Avenue, Secaucus, N.J. 07096	475.00
	Pepe Motors Corp	50 Bank Street, White Plains NY 10606	1,175.00
07/12/94	Zen Yonkovic	315 Sea Spary Ave., Palm Beach, Fl. 33480	4,200.00
09/30/93	ATEL Cash Distribution Fund V (A-9)	235 Pine St, 67th Floor, San Francisco, Ca 94104	124,235.21
09/30/93	ATEL Cash Distribution Fund IV (A-8)	235 Pine St, 67th Floor, San Francisco, Ca 94104	86,870.31
09/30/93	ATEL Cash Distribution Fund III (A-7)	235 Pine St, 67th Floor, San Francisco, Ca 94104	75,340.31
07/29/94	AT&T (Beverly Hills)		429,439.31
07/29/94	Textron (660) (A-11)		62,409.41
7/29/94	Mad 61 Security Deposit		10,000.00
	Escrow:		
07/30/94	E&L#177,194,195 BNY#850(1/mth Escrow-B.H.)		483,477.00
07/30/94	E& #177,194,195 BNY#850-AT&T Refund-B.H.		(125,950.00)
12/8/94	AT&T (Beverly Hills)		(187,467.80)
7/25/95	AT&T Capital Corp		(36,663.60)
7/26/95	CIT Group Holdings	900 Ashwood Parkway, 6th Floor, Atlanta, GA 30338	(100,860.00)
	Net Escrow		32,535.50
08/27/94	Walter Erickson (Rental)		3,600.00
08/27/94	BMW of Manhattan	547 West 47th St, NY NY 10036	803.50
10/29/94	Zumbach Sports Car	629 West 54th St., NY NY 10019	525.00
04/01/95	Siemens Credit Corporation(620-0003834-000)	5300 Broken Sound Blvd. NW, Boca Raton, Fl. 33487-3509	3,089.00
04/01/95	Siemens Credit Corporation(620-0003708-000)	5300 Broken Sound Blvd. NW, Boca Raton, Fl. 33487-3509	8,676.60
04/01/95	Siemens Credit Corporation(620-0003707-000)	5300 Broken Sound Blvd. NW, Boca Raton, Fl. 33487-3509	18,655.50
1993	BANY-PSE&G		15,000.00
1993	BANY-CIT Group		30,285.90
7/29/95	B.H. Restaurant-Coca Cola Machine		35.00
7/29/95	B.H. Restaurant-Kitchen Equipment		1,345.80
08/26/95	AT&T - Cabazon	32 Avenue of the Americas, NY NY 10013	3,403.10
08/26/95	Siemens Credit Corp	5300 Broken Sound Blvd. NW, Boca Raton, Fl. 33487-3509	3,465.80
			0.00
			1,897,842.70

Barneys America
Security Deposits
260110
For the Period Ended 11/25/95

SECDEP98.XLS

Date	Description	Address	Balance @ 11/25/95
			85.00
101-516	Lilco-Electric Deposit		100.00
	Lilco-Electric Deposit		2,200.00
	Lilco-Electric Deposit		
104-516	Southern Conn Gas-104 Lease B.H.C.	880 Broad Street, Bridgeport, CT. 06604	9,698.00
			225.00
252-252	Commonwealth Edison	P.O. Box 286 Chicago, Ill 60690	2,000.00
			825.00
351-516	Costa Mesa Water U.P.S.		600.00
			125.48
352-516	Southwestern Bell		65.00
	Southwestern Bell		89,385.50
	CIT Group/ Houston Store		
			2,252.50
353-516	Houston Power and Light		2,252.50
	Houston Power and Light		
			216.90
520-516	Southern Conn Gas		
			110,030.90
 <u>Basco All American Sportswear Corp.</u>			
	Con Edison	P.O. Box 1702, NY, NY 10116	970.00
	Summit Lincoln	68 River Rd, Summit, NJ 07901	567.00
	Bell Atlantic	P.O. Box 4833, Trenton, NJ 08650	1,800.00
	Nynex	P.O. Box 1100, Albany, NY 12250	2,064.00
	UPS	P.O. Box 85036, Louisville, KY 40285	425.00
	Toshiba America	P.O. Box 71188, Chicago, IL 60694	476.00
	58-64 Fortieth St. Corp.	233 B'Way, NY, NY 10279	64,000.00
			70,302.00
	TOTAL		
 <u>PFP Fashions Inc.</u>			
	None		

Exhibit 4

BARNEY'S PENDING LAWSUITS

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Gary Abrahamsen - fall from scaffold	Lehrer, McGovern	Nov. 19, 1991	660 Madison Ave.	NY Sup Ct. County of NY 25416/92	Metropolitan Life One Madison Ave. NY NY 10010	David M. Lee, Esq. 225 B'way Ste 2500 NY 10007	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
James Bestman and Rence Bestman - fall from scaffold	Barney's (Lehrer, McGovern)	Aug. 2, 1993	660 Madison Ave.	NY Sup Ct. County of Richmond 12800/94	Barney's Insurer - (but for informational purposes only) ITT Hartford Liability/Property Claim Office 7 World Trade Center NY 10048-1193 Lehrer, McGovern's Insurer Aetna Casualty Triad IV 1981 Marcus Ave. Lake Success, NY 11040	Bosco, Bigagno & Mascolo 857 Forest Ave. Staten Island, NY 10310	Barney's has no representation McGovern, Lehrer is represented by Newman Schlan
Frank Bottari - fall from scaffold	Barney's, Met Life & Lehrer, McGovern	Dec. 7, 1992	660 Madison Ave.	NY Sup Ct Queen County #025207/94	Aetna	Turen and Turen Attorneys at Law 99 Powerhouse Rd. Suite 303 Roslyn Heights, NY 11577-2040	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Robert Brady and Maria Brady - tripped on pipe and fell	Barney's, Lehrer, McGovern, Mei Life, 660 Madison Ave. Condo	Nov. 9, 1992	660 Madison Ave.	NY Sup Ct- New York County #113179/93	Aetna [Lehrer, McGovern]	Moskowitz, Passman & Edelman, Esqs. 225 Broadway New York, NY 10007	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
Wigand Corp. - foreclosure of mechanic's lien	Barney's Inc.	May 3, 1993	660 Madison Ave.	NY Sup Ct- County of New York 600809/95	N/A	Daves, Scott, Weber & Edwards, P.C. 100 Park Avenue New York, NY 10017	Law offices of Mitchell Baker
Joseph Corning & Nancy Corning - fall off ladder	Barney's New York, Barney's Inc., Newireen... Lehrer, McGovern et al	July 4, 1993	660 Madison Ave.	NY Sup CT New York County #95-106198	Aetna	Argyropoulos & Bender 33-19 Broadway Astoria, NY 11106	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
Giovanni DiMaggio and Rosa DiMaggio - fall from ladder	Third-Party Defendant: Lehrer, McGovern, 660 Mad. Condo.	May 26, 1993	660 Madison Ave.	NY Sup Ct King's County Original Case: 24915/93 Third Party Ind #: 74310/94	Aetna	Moore & Lafferty Attorneys for M.O'Connor Contracting Co. (Def./34d party Plaintiff) One Pierrepont Plaza, Suite 1206 Brooklyn Heights, NY 11201	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
Robert Carroll and Patricia Carroll - fell off ladder thru floor	Newireen Associates, Lehrer, McGovern	Sept. 30, 1993	660 Madison Ave.	NY Sup Ct New York County #129611/93	Aetna	Sacks and Sacks, Esq. 150 Broadway, Fourth Floor New York, NY 10038	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Patrick Doherty and Kim Doherty - *settled paid by P's employer as per 12/12/95 letter from Newman Schlan to Aetna	Newireen, Lehrer, McGovern	Dec. 2, 1992					
Richard Giorgio and Karen Giorgio - fall from scaffold	Isetan of America, Pressmad, Newireen, Lehrer, McGovern and Barney's, Inc.	June 21, 1993	660 Madison Ave.	Sup Ct NY, NY County #124215/94	Aetna	Kaiser & Hirsch 10 Fiske Place Mount Vernon, NY 10550	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
Lordon Grant - fall from scaffold	Metropolitan Life, 660 Mad Ave Condos, Lehrer McGovern	Nov. 7, 1994	660 Madison Ave.	Sup Ct NY, King's County #16536/95	Aetna	David M. Lee, Esq.	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
Charles Neste - lost balance, twisted knee	Met Life, Newireen, Isetan, Barney's Inc., Lehrer, McGovern	May 12, 1992	660 Madison Ave.	Sup Ct NY, New York County	Aetna	Bauman & Kunkis, P.C. 225 W. 34th St. New York, NY 10122	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
Henni Podowski and Barbara Podowski - slip and fall	660 Mad, Lehrer, McGovern	Feb. 24, 1992	660 Madison Ave.	Sup Ct NY/Queens County #016571/92	Aetna	Creditor, Creditor, Krasner & DiGrugilliers 116-02 Queens Blvd. Forest Hills, NY 11375	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
Richard Rafferty and Mary Rafferty - accident with bandsaw	Newireen, Lehrer, McGovern and Barney's	Aug. 2, 1993	660 Madison Ave.	Sup Ct. NY New York County #102124/94	Aetna	Lloyd J. Nadel, Esq. 170 Old Country Road Mineola, NY 11501	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Leslie C. Riley, as Executrix of the Estate of John C. Reilly	Newireen, Pressmad, Isetan, Barney's, Madneer, Lehrer, McGovern	March 24, 1993	660 Madison Ave.	Sup Ct NY NY County #106303/93	Aetna	Taubenplot & Mopper, Esqs. 217 Broadway New York, NY 10007	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
Royal Insurance Co. of America a/s/o Bulgari Corp. of America - damage caused by water pipes bursting	Barneys New York, Lehrer McGovern	Feb. 2, 1993	2 E. 61st St. Hotel Pierre	Sup Ct NY Nassau County #025608/94	Aetna	Frank T. Fortansee, Esq. Attorneys for Plaintiff 200 Old Country Road Suite 490 Mineola, NY 11501	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
Christopher Showers for Paul W. Showers, deceased *settled as of 7/12/95, awaiting approval of Surrogates Court entire amount of \$300,000 to be paid by AIG, Universal Builder's insurer							
Phyllis Smith, as Administratrix of the Estate of Frank Smith - death by fall	Met Life, 660 Mad, Newireen, Barney's Inc., et al.	July 17, 1992	660 Madison Ave.	Sup. Ct. NY New York County #119355/93	Aetna	Edelman & Edelman, P.C. Attorneys for Plaintiff 16 Court St. Brooklyn, NY 11201	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
Thomas Wehmeier and Wanda Wehmeier	Newireen, Isetan, Pressmad and Barneys New York	Sept. 7, 1993	660 Madison Ave.	Sup Ct NY New York County #118087/94	Aetna	Richard J. Cardali, P.C. 100 Church St., Suite 1610 New York, NY 10007	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
James Winston	Newireen, Isetan, Pressmad and Lehre, McGovern	Sept. 21, 1992	660 Madison Ave.	Sup Ct NY New York County #107639/95	Aetna	Richard J. Cardali, P.C. 100 Church St., Suite 1610 New York, NY 10007	Newman Schlan Fitch & Lane, P.C. 305 B'way NY 10007-1198
Brochsteins, Inc. - failure to pay plaintiff	Barney's, Inc., Barney's New York, Newireen Associates, Lehrer, McGovern, et al.		660 Madison Ave.	NY Sup Ct New York County #107174/94		Battle Fowler 280 Park Avenue New York, NY 10017	
Wigand Corporation - mechanics lien held for unpaid labor	Newireen Associates, Barney's Inc., Barney's NY, LMB	n/a	660 Madison Ave.	Sup Ct NY NY County #60089/95	n/a	Davis, Scott, Weber & Edwards, P.C. 100 Park Ave. New York, NY 10017	
Marc S. Goldberg - demand for monies owed to plaintiff	Chelsea Property Management Corp. and Fener Realty Co.	n/a		Sup Ct NY NY County #112606/95	n/a	Martin Brandon, Esq. Noto & Brandon 4041 Hyman Blvd., 2nd Floor Staten Island, NY 10308	
Russell & Laurie Harlar - fell through floor	a. Pressmad Corp., Newireen Assoc., Component Assembly Sys, Inc. b. Barney's Inc., Barney's New York, Metropolitan Life Ins. Co., Lehrer McGovern Bovis Const., Inc. & Lehrer McGovern Bovis, Inc.	July 7, 1993	660 Madison Ave.	a. NY Sup. Ct. County of NY #11940/95 b. NY Sup Ct. County of NY #108892/94	Aetna Life & Casualty Co. 2 World Trade Center NY, NY 10048 (Lehrer, McGovern) and ITT Hartford 1 Hallow Lane Lake Success, NY 11042 (Barneys Inc.)	Schneider, Kleinick, Weitz & Darnashek 233 Broadway NY, NY 10279-0003	Newman Schlan Fitch & Lane, PC 305 Broadway NY, NY 10007- 1198

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Thomas & Nancy Henigman - injury to eyes due to debris	Newireen Assoc., Doldiers, Ltd. & Lehrer McGovern Bovis Inc.	Sept. 27, 1993	660 Madison Ave.	NY Sup. Ct. County of NY #93-133831	Aetna Casualty & Surety Co. 2 World Trade Center, 36th Fl NY, NY 10048	Sachs & Sachs, Esqs. 150 Broadway, 4th Fl. New York, NY 10038	Barron, Carroll, Harms & McDonald 1177 Ave. of the Americas NY, NY 10036
Peter & Julia Joseph - hand injury	Metropolitan Life Ins. Co., Newireen Assoc., Isetan of Amer., Inc. & Pressmad Corp.	June 28, 1993	660 Madison Ave.	NY Sup. Ct. County of Bronx # 7737/94	Aetna Casualty & Surety Co.	Wise Lerman & Katz, P.C. 440 Park Ave. South NY, NY 10016	Newman Schlaue Fitch & Lane, PC 305 Broadway NY, NY 10007- 1198
Iris Kaplan - Personal Injury	Barneys New York, Lehrer McGovern Bovis	Aug. 17, 1993	660 Madison Ave.	Unknown	Aetna Ins.	Daniel A. Fried 1250 Broadway, Ste. 3205 NY, NY 10001	Unknown
Robert J. & Gail Kupka	Barney's Inc., Lehrer McGovern & Bovis, Inc.	Dec. 20, 1993	660 Madison Ave.	NY Sup. Ct. County of NY #122054/95	ITT Hartford One Hallow Lane Lake Success, NY 11042 (Barneys)	Matthew A. Solano 37 Fair Street Carmel, NY 10512	Unknown
Richard Lee - injured by scaffold	Lehrer McGovern Bovis, Inc., et al	June 16, 1993	660 Madison Ave.	NY Sup. Ct. County of Nassau	Aetna Casualty & Surety Co. 1981 Marcus Ave. Lake Success, NY 11042	Unknown	Newman Schlaue Fitch & Lane, P.C. 305 Broadway NY, NY 10007- 1198
Robert C. Malley - Back injury	Barneys New York, Lehrer McGovern Bovis Inc, 660 Madison Ave. Condo.	Nov. 16, 1992	660 Madison Ave.	NY Sup. Ct. County of Bronx #17279/93	Aetna Casualty & Surety Co.	Robert Berkowitz, Esq. 480 Broadway, Ste 404A New York, NY 10004	Newman Schlaue Fitch & Lane, P.C. 305 Broadway NY, NY 10007- 1198

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
John M. Mancuso	Metropolitan Life Ins Co., Lehrer McGovern Bovis Const. Inc., Big Apple Trucking Demolition & Rubbish Removal, Inc. v. ADCO Electric Corp	Dec. 15, 1992	660 Madison Ave.	Unknown	Aetna Casualty & Surety Co.	Unknown	Newman Schlau Fitch & Lane, P.C. 305 Broadway NY, NY 10007- 1198
Bruno Maschi - Struck by walkie- talkie	Fred F. French Investing Co., Inc. Metropolitan Life Ins co, 660 Madison Ave. Condo & Lehrer McGovern Bovis, Inc.	June 18, 1993	660 Madison Ave.	NY Sup Ct. County of NY #119871-93	Aetna Casualty & Surety Co.	David M. Lee, Esq. 225 Broadway, Ste. 2500 NY, NY 10007	Jacobowitz, Garfinkel & Lesman 7 Hanover Sq. NY, NY 10004
Stephen & Theresa Munford - injured	Barneys New York	Sept. 3, 1993	660 Madison Ave.	NY Sup. Ct. County of Bronx #25784/93	Aetna Casualty & Surety Co.	Simonson Hess & Leibowitz, P.C. 15 Maiden Lane NY, NY 10038	Newman Schlau Fitch & Lane, P.C. 305 Broadway NY, NY 10007
Stephen & Theresa Munford fell	Pressmad Corp. & Iselan of Amer., Inc., Newireen Assoc., & The Broad of Managers of 660 Madison Ave. Condo. & Metropolitan Life Ins co.	Sept. 3, 1993	660 Madison Ave.	NY Sup. Ct. County of Bronx	Unknown	Simonson Hess & Leibowitz, P.C. 15 Maiden Lane NY, NY 10038	Newman Schlau Fitch & Lane, P.C. 305 Broadway NY, NY 10007

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Frank Stancompiano - Fell	660 Madison Ave. Condo. & Barneys Inc.	May 27, 1994	660 Madison Ave.	NY Sup. Ct. County of NY #112483/95	AIG Claims Services, Inc. 160 Water St., 20th Fl. NY, NY 10038	Jaroslavic & Jaros, Esqs. 150 William St., 19 Fl. NY, NY 10038	Newman Schlau Fitch & Lane, P.C. 305 Broadway NY, NY 10007
Nicolas Swerblow - struck by cinderblock	Newireen Assoc., Lehrer McGovern Bovis Inc. & Olympic Plumbing, Inc.	June 8, 1993	660 Madison Ave.	NY Sup Ct. County of Queens #000080/94	Aetna Casualty & Surety Co.	Levidow, Levidow & Oberman, P.C. 291 Broadway, Ste. 805 NY, NY 10007	Newman Schlau Fitch & Lane, P.C.
Kevin Yates - struck by a metal beam	Newireen Assoc. & Barneys Inc.	July 1, 1993	660 Madison Ave.	NY Sup Ct. County of NY #113527/95	Aetna Casualty & Surety Co.	Tinari, Paar, Mathews, O'Connell & Osborn, LLP 66 Commack Rd., Ste. 102 Commack, NY 11725	Newman Schlau Fitch & Lane, P.C.
American Steel Erectors, Inc. - payments due for renovation & reconstruction	Lehrer McGovern, Bovis, Inc., 660 Madison Ave. Condo, Domenick's Iron Works, Inc.	n/a		USDC/SDNY	n/a	Cassidy, Foss & San Filippo 225 Broad Street P.O. Box 896 Red Bank, NJ 07701	Mazur, Carp & Rubin, P.C. 2 Park Ave. NY, NY 10016 (attys for the Broad of Managers of 660 Madison Ave. Condo)
Hinman Hlc SpA - demand for payment	Barney's Inc.	n/a	106 Seventh Ave. NY, NY	NY Sup Ct. County of NY #600709/95	n/a	Cowan, Liebowitz & Latman, P.C. 1133 Avenue of the Americas NY, NY 10036-6799	Law Offices of Mitchell J. Baker 701 Westchester Ave. White Plains, NY 10604

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
C.M.C. - proof of payment- demand for payment	Barneys Inc.	n/a		French Court System	n/a	Unknown	S.G. Archibald Archibald Anderson Association d'Avocats Tow Gan- Cedex 13 92082 Paris La Defense 2
Sara Brent - slip & fall	Barney's	July 20, 1994	17th Street Seventh Ave. New York	Unknown	Unknown	Werbel, Werbel & Strauss 1465 Rockaway Parkway Box No. 360990 Mitchell Klafter, Esq.	Unknown
a) Rebecca V. & Amos James - trip & fall b) City of Beverly Hills (Cross Complaint)		Nov. 19, 1991	Barney's Wilshire Blvd. Los Angeles, CA.	Cal. Sup Ct. County of Los Angeles #SC 018804	ITT Hartford Southern Calif. P.O. Box 7711 Placentia, Ca. 92670-7711 Mr. P.W. Freeman	Unknown	a) Cline, Shaffer & Billet 5750 Wilshire Blvd. Ste. 240 Los Angeles, Ca. 90036-3697 (Barneys attys) b) Law offices of Cummings & Kemp 1851 E. First St. Santa Ana, Ca. 92705 (BNY Calif., Inc. attys)

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Phyllis Gold - slip & fall		June 6, 1994	Barneys New York 9570 Wilshire Blvd. Beverly Hills, Ca. 90212	Municipal Ct. of Beverly Hills Judicial Dist. #95 C 01546	ITT Hartford	Kenneth A. Braun Salmas & Braun 1901 Ave of the Stars, 18th Fl. Los Angeles, Ca. 90067	Cline, Shaffer & Billet 101 North Brand Bld. Penthouse Suite Glendale, Ca. 91203-2619
James A. Harding, Jr. - struck by clothing rack/fell	Barneys New York	Sept. 3, 1993	Barneys New York Seventh Ave between 16th & 17th Streets NY	NY Sup Ct. County of NY #110883/94	ITT Hartford 7 World Trade Center NY, NY 10048 Brigid Flanagan	Archibald & Hap 16 Court St, Ste. 503 Brooklyn, NY 11241 Roger V. Archibald, Esq.	Langan & Levy 7 World Trade Center NY NY 10048- 1197
Paul & Ruth Holpit - fell-construction debris	Barneys New York	Oct. 1, 1992	Barneys New York Manhasset, NY	NY Sup Ct County of Nassau #12457/89	ITT Hartford P.O. Box 9001 Smithtown, NY 11781 Debra Kessler	Croucier & Ryan, Esqs. Garden City Center 100 Quentin Roosevelt Blvd., Ste. 201 Garden City, NY 11530 Madelyn Pitone, Esq.	Unknown
Terri Kaminetsky - injury to foot	Barneys New York	Feb. 2, 1995	Barneys New York 660 Madison Ave.	Unknown	Hartford Ins. Group One Hallow Lane Lake Success, NY 11042	Shapiro & Yankowitz 350 Fifth Ave. Ste. 4514 NY, NY 10118	Unknown
Lisa McIntyre-Rhoades (employee) - injury to eyes- explosion of halogan lightbulb	Barneys New York	Apr. 22, 1995	660 Madison Ave.	NY Sup Ct. County of NY #118468/95	ITT Hartford P.O. Box 49259 Syracuse, NY 13221 Ms. Wright	Richard P. Neimark 339 North Main Street NY, NY 10956-4300	Unknown

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Herman Munz - injury to legs & hips	Barneys New York	Aug. 9, 1994	660 Madison Ave.	Unknown	Hartford Ins. Co. 7 World Trade Center 21st Fl. NY 10048	Hollenberg Levin Soloman Ross & Belsky 585 Stewart Ave. Garden City, NY 11530-4732 Mr. B. Ross, Esq.	Unknown
Nelly Muravina - injury to l/knee r/elbow & wrist/trip & fall	Barneys New York	Apr. 22, 1995	Barneys New York 9570 Wilshire Blvd. Beverly Hills, Ca. 90212	Unknown	ITT Hartford P.O. Box 7711 Pacencia, Ca. 92670- 7711	Leonard C. Broudy 2566 Overland Ave. Ste. 680 Los Angeles, Ca. 90064-3366	Unknown
Belle Quinman - fell from escalator	Barneys New York	June 25, 1994	Barneys New York 660 Madison Ave.	Unknown	ITT Hartford 7 World Trade Center, 21st Fl. NY, NY 10048- 1193	Philip M. Licht Benjamin Fox Pavilion Suite 424 261 Old York Rd. Jenkintown, Pa. 19046	Unknown
Paula Rohr - slip & fell	Barneys New York	July 27, 1993	Barneys New York Manhasset NY	NY Sup Ct. County of Nassau #008910/95	Hartford Ins. Co. 150 Motor Parkway Hauppague, NY 11788 Debra Kesser	Kolodny & Griffin One Executive Blvd. Yonkers, NY 10701	William J. Crotier & Assoc. Garden City Center 100 Quentin Roosevelt Blvd. Suite 201 Garden City, NY 11530

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Beatrice Rothberg - slip & fall	Barney New York	Aug. 31, 1995	Barneys New York 9570 Wilshire Blvd Beverly Hills, Ca	Unknown	Chubb & Son, Inc. P.O. Box 4208 Woodland Hills, Ca 91365-4208	Selner, Glaser, Komen, Buger & Galanski, PC Bonhomme Place 7700 Bonhomme Ave. Suite 700 Clayton, MI 63105- 1924	Unknown
Maria Shivelberg - allergic to cosmetic applied to face	Barneys New York	Oct. 13, 1994	660 Madison Ave.	NY Sup Ct. County of NY #112119/95	ITT Hartford One Hallow Lane Lake Success, NY 11042	Cheriff & Cheriff 1776 Broadway NY, 10019 M.E. Cocchiaro, Esq.	Unknown
Evelyn Tarzian - foot caught in escalator	Barneys New York	Nov. 23, 1994	660 Madison Ave.	Unknown	ITT Hartford P.O. Box 7711 Placentia, Ca. 92670-7711	Debra Takajian 20 West 87th Street New York 10024	Unknown
Thelma Tilchen	Barneys New York	Sept. 10, 1993	Barneys Inc. 106 Seventh Ave NY	NY Sup Ct. County of Kings #2881-94	Hartford Ins. Co 7 World Trade Center 21st Fl NY, NY 10048	Bauman & Kunkis, P.C. 225 W 34th Street NY, NY 10122 Roger M. Kunkis, Esq.	Langan & Levy 7 World Trade Center NY, NY 10048- 1197
Carol Tielman	Barneys	Aug. 31, 1995	No accident reports were taken at the Seventh Avenue or 660 Madison Ave. locations	Unknown	Chubb & Son, Inc. 100 Williams St. NY 10038	Simon, Drabkin & Margulies 291 Broadway New York 10007 Ralph J. Drabkin, Esq.	Unknown

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Gina Tuttle - fell from stairs	Barneys	Aug. 24, 1993	Barneys New York 255 W 17th Street NY	NY Sup Ct. County of NY #94-124089	Hartford Ins. Co. 7 World Trade Center 21st Fl. New York, 10048	Lawrence Waldman 2000 Ocean Blvd. Atlantic Beach, NY 11509	Langan & Levy 7 World Trade Center NY, NY 10048- 1197
Anne Yerger - assaulted b/c of bad lighting	Barneys Inc.	Feb. 6, 1995	Barneys Inc. 236 W 18th Street NY	Unknown	ITT Hartford One Hallow Lane, 3rd Fl. Lake Success, NY 11042	Ronald V. Zezima 111 John St., Ste. 2201 New York, 10038	Unknown
Melissa Zaret - struck in head by a metal stand	Barneys New York	Apr. 27, 1994	Barneys New York Seventh Avenue and 17th street NY	NY Sup Ct. County of NY #122669/94	Hartford Ins. Co. 7 World Trade Center 21st Fl. NY, NY 10048	Rosenberg, Mine & Armstrong 122 E. 42nd St. Ste. 3300 NY, NY 10168 Robert H. Wolff, Esq.	Unknown
Todd Crossley (employee) - verbal abuse	Barneys New York	Nov. 7, 1994	Barneys New York Beverly Hills	USDC/ Central Dist. of Cal. #CV-95-5486	Chubb Group of Ins. Co. 6500 Wilshire Blvd. Los Angeles, Ca. 90048	Jeffrey Scott Humphry 140 South Rorbury Dr. 15 Beverly Hills, Ca. 90212	Proskauer Rose Goetz & Mendelsohn LLP 2121 Ave of the Stars, 27th Fl. Los Angeles, Ca. 90067-5010 Emily Peters, Esq.
Corrine A. Volpe (employee) - sexual harassment	Barneys	Unknown	Barneys Manhasset, NY	USDC/EDNY # CV 95-5000	n/a	Equal Employment Opportunity Comm. 7 World Trade Center New York, NY 10048	Proskauer Rose Goetz & Mendelsohn 1585 Broadway NY, NY 10036 Richard Levin, Esq.

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Beverly Parker-Pollack	Barney's New York	Jan. 18, 1994	Barney's New York 106 Seventh Ave. New York	NY Sup Ct. County of NY #112324-94	ITT Hartford 7 World Trade Center NY 10048 Ms. B. Flanagan	Weitz & Luxenberg 40 Fulton St., 19th Fl. NY 10038 Mr. A.M. Luxenberg, Esq.	Langan & Levy 7 World Trade Center, 7th Fl. NY, NY 10048
Kim O'Bryant - discrimination - race and gender	Barney's, Inc.	March 21, 1991		NYC Commission on Human Rights			
Clair Cusack McGlashen - discrimination - sex and Equal Pay Act	Barney's, Inc.	June 4, 1992	Houston, Texas	Texas Commission on Human Rights (EEOC)			
Corinne Volpe - sexual harassment	Barney's, Inc.	March 31, 1993	Manhasset, New York	EEOC			
Antonio Gonzalez - discrimination - race and national origin	Barney's, Inc.	Sept. 14, 1993	Manhasset, New York	NYS Div. of Human Rights			
Martin Clayton - discrimination - race and hostile environment	Barney's, Inc.	October 25, 1993	Chicago store	Illinois Dept. of Human Rights			
Michael Davis - Civil suit - race discrimination	Barney's, Inc.	October 26, 1993	660 Madison Ave.				
Peter Ochoa - discrimination - sexual orientation	Barney's, Inc.	July 5, 1994	Costa Mesa, California	California Dept. of Industrial Relations			
Millicent Lowe - discrimination - race & sex	Barney's, Inc.	Nov. 18, 1994	660 Madison Ave.	NYS Div. of Human Rights			

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Catherine Cox - discrimination - age and sex	Barney's, Inc.	Dec. 12, 1994	Houston, Texas	EEOC			
James Fackrell - discrimination - sexual orientation	Barney's, Inc.	July 5, 1995	Beverly Hills, CA	California Dept. of Industrial Relations			
Todd Crossley	Barney's, Inc.	July 11, 1995	Beverly Hills store	U.S. District Court			
Nancy McGovern - sex discrimination	Barney's, Inc.	July 25, 1995	Hartman, NY	EEOC/NYS Division of Human Rights			

RESOLVED CASES PAST YEAR

Plaintiff Nature of Accident	Defendant	Date of Loss	Place of Occurrence	Court/Index No.	Defendant's Insurer	Plaintiff's Attorney	Defendant's Attorney
Frank Arena - unfair discharge	Barney's, Inc.	April 12, 1995	660 Madison Ave.	Local 340 union arbitration			
Allen Wims - unfair discharge	Barney's, Inc.	April 27, 1995	Chelsea Properties Management Company New York, New York	Local 32B-231 union arbitration			
Byron Thompson - unfair discharge	Barney's, Inc.	April 18, 1995	Lyndhurst, New Jersey	Local 400 union arbitration			
Norman Desouza - unfair discharge	Barney's, Inc.	June 6, 1995	17th Street store	Local 340 union arbitration			
Sherry Perkov - unfair labor practice	Barney's, Inc.	Nov. 16, 1995	660 Madison Ave.	National Labor Relations Board (NLRB)			
Local 340 ACTW - unfair labor practice	Barney's, Inc.	May 11, 1995	New York, NY	NLRB			

BARNEY'S STORES

New York
660 Madison Avenue
New York, NY 10022

Leased Premises at which
Assets are also located:

Beverly Hills
9570 Wilshire Boulevard
Beverly Hills, CA 90212

Office/Warehouse at
1201 Valley Brook Ave.
Lyndhurst, NJ

WorldFinancial Center
225 Liberty Street
Two Financial Center
New York, NY 10281

Harriman
Woodbury Commons
Route 32 Space A1
Central Valley, NY 10917

Potomac Mills
2700 Potomac Mills Circle
Suite 961
Prince William, VA 22192

Worcester
Worcester Common Fashion
Outlet
110 Front Street Suite #225
Worcester, MA 01608

Saw Grass Mills
12801 West Sunrise Boulevard
Suite 1029
Sunrise, Florida 3323

Cabazon Outlet
48650 Seminole Drive
Suite 128
Cabazon, CA 92230

Camarillo Factory Stores
850 East Ventura Blvd.
Suite 710
Camarillo, CA 93010

BARNEY'S AMERICA STORES

New York
106 Seventh Avenue
New York, NY 10011

Dallas
NorthPark Center
330 NorthPark Center
Dallas, TX 75225

Manhasset
Americana at Manhasset
2044 Northern Blvd.
Manhasset, NY 11030

Short Hills
The Mall at Short Hills
Rt. 24 Kennedy Pkwy
Short Hills, NJ 07078

Chestnut Hill
The Mall at Chestnut Hill
199 Boylston Street
Chestnut Hill, MA 02167

Houston
Galleria I
5015 Westheimer
Suite 2220
Houston, TX 77056

Westport
27 Main Street
Westport, CT 06880

Chicago
25 East Oak Street
Chicago, IL 60611

Troy
The Somerset Collection
2801 W. Big Beaver Road
Troy, MI 48084

Costa Mesa
South Cost Plaza
3333 Bristol Street
Costa Mesa, CA 92626

Seattle
City Centre
Fifth and Pike
Suite 110
Seattle, WA 98101

CERTIFICATE OF SECRETARY AS TO RESOLUTIONS ADOPTED
BY THE BOARD OF DIRECTORS OF
BARNEY'S, INC.

I, Marc H. Perlowitz, the duly elected Secretary of Barney's, Inc., a New York corporation (the "Company"), do hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company at a special meeting duly held in person on December 20, 1995 at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors and other interested parties that the Company file a voluntary petition for relief under chapter 11 of Title 11, United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute, verify and file a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York at such time as the officer(s) executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the law firm of LeBeouf, Lamb, Greene & MacRae, L.L.P., and such other counsel as is necessary, to render legal services to, and to represent, the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

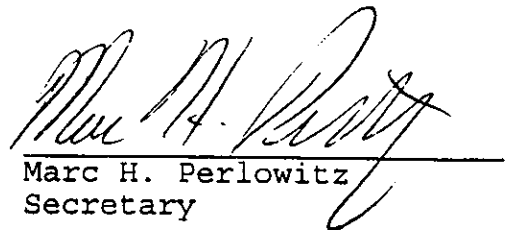
RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the Blackstone Group and Paul Hunn as financial advisors and any accounting firm and any other advisors or professionals to the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to take any and all such further action and to execute and deliver any and all such further instruments and documents and to pay all resulting or related expenses in such case as in

their judgment shall be necessary and desirable, in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any officer or officers of the Company in connection with the reorganization and recapitalization of the Company or any matter or matters related thereto, or by virtue of these resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Company this 4th day of January, 1996.



Marc H. Perlowitz
Secretary

CERTIFICATE OF SECRETARY AS TO RESOLUTIONS ADOPTED
BY THE BOARD OF DIRECTORS OF
BARNEYS AMERICA, INC.

I, Marc H. Perlowitz, the duly elected Secretary of Barneys America, Inc., a Delaware corporation (the "Company"), do hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company at a special meeting duly held in person on December 20, 1995 at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors and other interested parties that the Company file a voluntary petition for relief under chapter 11 of Title 11, United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute, verify and file a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York at such time as the officer(s) executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the law firm of LeBeouf, Lamb, Greene & MacRae, L.L.P., and such other counsel as is necessary, to render legal services to, and to represent, the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

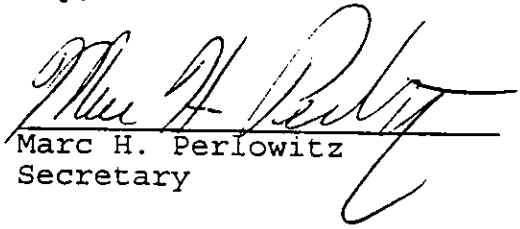
RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the Blackstone Group and Paul Hunn as financial advisors and any accounting firm and any other advisors or professionals to the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to take any and all such further action and to execute and deliver any and all such further instruments and documents and to pay all resulting or related expenses in such case as in

their judgment shall be necessary and desirable, in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any officer or officers of the Company in connection with the reorganization and recapitalization of the Company or any matter or matters related thereto, or by virtue of these resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Company this 4th day of January, 1996.



Marc H. Perlowitz
Secretary

CERTIFICATE OF SECRETARY AS TO RESOLUTIONS ADOPTED
BY THE BOARD OF DIRECTORS OF
REEN JAPAN CORP.

I, Marc H. Perlowitz, the duly elected Secretary of Reen Japan Corp., a Delaware corporation (the "Company"), do hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company at a special meeting duly held in person on December 20, 1995 at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors and other interested parties that the Company file a voluntary petition for relief under chapter 11 of Title 11, United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute, verify and file a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York at such time as the officer(s) executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the law firm of LeBeouf, Lamb, Greene & MacRae, L.L.P., and such other counsel as is necessary, to render legal services to, and to represent, the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

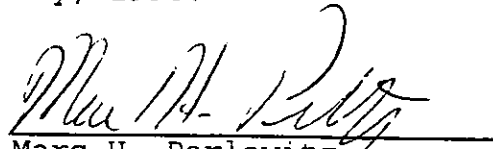
RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the Blackstone Group and Paul Hunn as financial advisors and any accounting firm and any other advisors or professionals to the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to take any and all such further action and to execute and deliver any and all such further instruments and documents and to pay all resulting or related expenses in such case as in

their judgment shall be necessary and desirable, in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any officer or officers of the Company in connection with the reorganization and recapitalization of the Company or any matter or matters related thereto, or by virtue of these resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Company this 4th day of January, 1996.



Marc H. Perlowitz
Secretary

CERTIFICATE OF SECRETARY AS TO RESOLUTIONS ADOPTED
BY THE BOARD OF DIRECTORS OF
BNY LICENSING CORP.

I, Marc H. Perlowitz, the duly elected Secretary of BNY Licensing Corp., a Delaware corporation (the "Company"), do hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company at a special meeting duly held in person on December 20, 1995 at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors and other interested parties that the Company file a voluntary petition for relief under chapter 11 of Title 11, United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute, verify and file a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York at such time as the officer(s) executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the law firm of LeBeouf, Lamb, Greene & MacRae, L.L.P., and such other counsel as is necessary, to render legal services to, and to represent, the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further


RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the Blackstone Group and Paul Hunn as financial advisors and any accounting firm and any other advisors or professionals to the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to take any and all such further action and to execute and deliver any and all such further instruments and documents and to pay all resulting or related expenses in such case as in

their judgment shall be necessary and desirable, in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any officer or officers of the Company in connection with the reorganization and recapitalization of the Company or any matter or matters related thereto, or by virtue of these resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Company this 4th day of January, 1996.



Marc H. Perlowitz
Secretary

CERTIFICATE OF SECRETARY AS TO RESOLUTIONS ADOPTED
BY THE BOARD OF DIRECTORS OF
BNY LEASING CORP.

I, Marc H. Perlowitz, the duly elected Secretary of BNY Leasing Corp., a Delaware corporation (the "Company"), do hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company at a special meeting duly held in person on December 20, 1995 at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors and other interested parties that the Company file a voluntary petition for relief under chapter 11 of Title 11, United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute, verify and file a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York at such time as the officer(s) executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the law firm of LeBeouf, Lamb, Greene & MacRae, L.L.P., and such other counsel as is necessary, to render legal services to, and to represent, the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

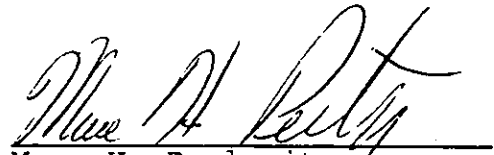
RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the Blackstone Group and Paul Hunn as financial advisors and any accounting firm and any other advisors or professionals to the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to take any and all such further action and to execute and deliver any and all such further instruments and documents and to pay all resulting or related expenses in such case as in

their judgment shall be necessary and desirable, in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any officer or officers of the Company in connection with the reorganization and recapitalization of the Company or any matter or matters related thereto, or by virtue of these resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Company this 4th day of January, 1996.



Marc H. Perlowitz
Secretary

CERTIFICATE OF SECRETARY AS TO RESOLUTIONS ADOPTED
BY THE BOARD OF DIRECTORS OF
BASCO ALL-AMERICAN SPORTSWEAR CORP.

I, Marc H. Perlowitz, the duly elected Secretary of Basco All-American Sportswear Corp., a New York corporation (the "Company"), do hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company at a special meeting duly held in person on December 20, 1995 at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors and other interested parties that the Company file a voluntary petition for relief under chapter 11 of Title 11, United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute, verify and file a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York at such time as the officer(s) executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the law firm of LeBeouf, Lamb, Greene & MacRae, L.L.P., and such other counsel as is necessary, to render legal services to, and to represent, the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

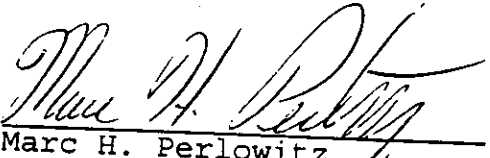
RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the Blackstone Group and Paul Hunn as financial advisors and any accounting firm and any other advisors or professionals to the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to take any and all such further action and to execute and deliver any and all such further instruments and documents and to pay all resulting or related expenses in such case as in

their judgment shall be necessary and desirable, in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any officer or officers of the Company in connection with the reorganization and recapitalization of the Company or any matter or matters related thereto, or by virtue of these resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Company this 4th day of January, 1996.


Marc H. Perlowitz
Secretary

CERTIFICATE OF SECRETARY AS TO RESOLUTIONS ADOPTED
BY THE BOARD OF DIRECTORS OF
PFP FASHIONS, INC.

I, Marc H. Perlowitz, the duly elected Secretary of PFP Fashions, Inc., a New York corporation (the "Company"), do hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company at a special meeting duly held in person on December 20, 1995 at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors and other interested parties that the Company file a voluntary petition for relief under chapter 11 of Title 11, United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to execute, verify and file a petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York at such time as the officer(s) executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the law firm of LeBeouf, Lamb, Greene & MacRae, L.L.P., and such other counsel as is necessary, to render legal services to, and to represent, the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to retain on behalf of the Company, the Blackstone Group and Paul Hunn as financial advisors and any accounting firm and any other advisors or professionals to the Company in connection with such chapter 11 proceedings and any other related matters in connection therewith, on such terms as such officer or officers shall approve; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed to take any and all such further action and to execute and deliver any and all such further instruments and documents and to pay all resulting or related expenses in such case as in